

The logo for the University Neighbourhoods Association (UNA) features the letters 'UNA' in a large, bold, blue sans-serif font. Below this, the words 'UNIVERSITY NEIGHBOURHOODS ASSOCIATION' are written in a smaller, blue, all-caps sans-serif font, stacked on three lines. The logo is contained within a white rectangular box with a thin blue border.

UNIVERSITY
NEIGHBOURHOODS
ASSOCIATION

UNA Constitution and Bylaw Update – come out and vote January 9, 2018

The University Neighbourhoods Association (UNA) is proposing changes to update its constitution and bylaws to be voted on by members at the UNA's 2017 Annual General Meeting (AGM) on January 9, 2018.

The recommended changes include:

- Substantive amendments, such as increasing the number of elected directors to the Board and revising election timing to improve member participation;
- Changes to ensure consistency and reflect the new British Columbia *Societies Act*; and,
- Updates to language to help improve clarity.

The UNA's constitution and bylaws set out the rules for how the UNA must operate, including how elections are managed, Board appointments, term of office and the duties of the Officers on the Board. Because bylaws directly impact governance and management of the UNA, it is important to ensure that members understand and vote on the proposed changes.

Bylaw Review Process Overview

In 2016, the UNA Board initiated a review of its constitution and bylaws with a focus on ensuring they are compliant and consistent with the BC *Societies Act*, and will continue to:

- Support the purposes, goals and practices of the association;
- Be internally consistent and written in clear language; and,
- Comply with any contractual agreements the UNA has entered into.

The UNA's bylaw review process has involved an extensive review of the existing bylaws, a community consultation process and a comprehensive review of proposed substantive changes by a Bylaws Review Committee, comprised of UNA members and representatives from the UNA Board. The Committee reviewed and discussed the proposed changes in detail, and recommended a number of substantive amendments to the Board on top of the initial changes. The Board has approved these proposed constitution and bylaws and is now forwarding these proposed amendments to members to be voted on at the UNA AGM on January 9, 2018. These changes include technical edits and several more substantive changes recommended by the Committee and the Board.

Proposed Substantive Changes

Recommended Changes to the UNA Constitution and Bylaws

Based on input from the UNA Bylaw Review Committee, the Board is recommending a number of changes to the constitution and bylaws. The changes are intended to eliminate inconsistencies (where one bylaw conflicts or contradicts another or different terms are used to mean the same thing); ensure consistency with the new *BC Societies Act*; and, update language to clarify governance of the UNA and rights and obligations of all members, directors and officers.

SUMMARY OF RECOMMENDED CONSTITUTION AND BYLAW CHANGES

The following is a summary of the recommended bylaw changes. The annotated version of the proposed changes can be found at www.myuna.ca



RECOMMENDATION: Terms of elected directors remain overlapping, but amend the bylaws to:

- Permit elections anytime in the year prior to the end of November
- Set terms of elected directors to end and commence at the Board meeting in December.

Timing of elections and terms of office for elected directors

(Proposed Bylaws: 5.1, 6.6, 7.1)

- **Overview** – In the current bylaws, director elections are held at the UNA's AGM and elected directors serve two-year terms concluding at the AGM held in their second year of service. Terms of office for elected directors are designed to overlap, ensuring experienced directors on the Board can assist with orienting newly elected directors each time. As well, the UNA has experienced significantly lower voter participation when elections are held at AGMs.
- **Rationale** – These overlapping terms are important to provide a smooth transition for new Board members and key Board positions. With Board positions starting and ending at each AGM there is a risk, for example, that the Chair position could become vacant prior to an orderly transition. To help with this, the terms of newly Elected Directors should commence at the December Board meeting. Terms that expire would expire at the same meeting.
- In an effort to increase voter participation, the proposed bylaws would provide flexibility to the Board to ensure elections are conducted according to a schedule that is practical and that will permit adequate time for ballots to be sent to the members and returned to the UNA.

RECOMMENDATION: Amend the bylaws to increase the term in office of elected directors to three years.

Term of office for resident directors (Proposed Bylaws: 6.6(a) & (b))

- **Overview** – The current term of office is two years. However, for many elected directors, by the time they have become oriented in their role, their term of office is coming to a close.
- **Rationale** – A longer term of office provides directors more opportunity to gain an understanding of their duties and responsibilities, as well as issues affecting the UNA and its members. A three-year term supports a more experienced and informed Board while terms of more than three years were deemed to be too long a commitment, potentially dissuading UNA members from running for office.

RECOMMENDATION: Amend the bylaws to:

- Permit elected residents to serve a maximum of two consecutive three-year terms (based on the change to the bylaw to make terms three years instead of two);
- Develop an objective process to replace the discretion of the Board in determining whether an elected director may serve an additional term;
- Permit an elected director who has reached the limit of consecutive terms to run for an additional term only if there are fewer new candidates who come forward than the number of vacancies to be filled by the close of nominations; and,
- If this happens, an elected director who is seeking re-election will be acclaimed, unless more than one elected director seeks to fill the vacancy (or vacancies, as the case may be), in which case the existing elected directors would run for office in the election.

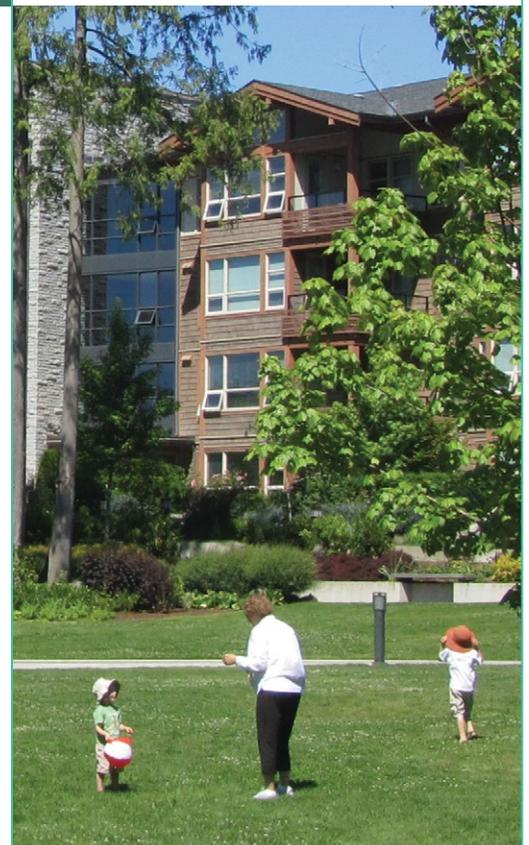
RECOMMENDATION: Amend the bylaws to fix the number of elected directors at a minimum of five with a sixth elected director to be added at an appropriate time as determined by the Board.

Formula for the number of elected directors (Proposed Bylaws: 6.2(c), 6.3)

- **Overview** – The number of elected directors is currently set at five and the current bylaws lack clarity around when a new director must be added. A fixed number of directors, rather than a formula, would be clearer.
- **Rationale** – An increase from five to six elected directors is seen as a better balance of elected and appointed directors.

Re-election for an additional term (Proposed Bylaws: 5.4, 5.6, 5.7, 6.17)

- **Overview** – The bylaws currently restrict the number of times in a row that a director can be on the Board to three terms (of two years each) for a total of six years of consecutive service.
- **Rationale** – Limiting the number of consecutive terms in office to six years is a good way to provide opportunities for new members to serve on the Board and bring fresh perspectives. At the same time, it's also important that all vacant Board positions be filled. If there are times when there aren't enough candidates to fill the positions available, there should be an objective process to allow an existing director who has reached the limit of consecutive terms to fill a potentially vacant position.



RECOMMENDATION: Amend the bylaws to fix quorum for Board meetings at a majority of the directors with no discretion for the directors to alter that number.

Quorum for Board meetings (Proposed Bylaws: 7.2)

- **Overview** – Under the current bylaws, quorum for Board meetings may be fixed by directors at any time. This flexibility means the Board could amend quorum to a number lower than the majority of directors in office.
- **Rationale** – Across the province, society bylaws typically fix quorum as a majority of the directors in office for all meetings and in all circumstances.

RECOMMENDATION: Amend the bylaws to permit the UNA's residual assets on winding up to be transferred to the entity that replaces the UNA with responsibility for the community. Members should determine this at the time of winding up unless they're unable to do so. In this case, it should be determined by the directors.

Transfer of UNA's assets at dissolution of the society (Proposed Bylaws: 15.2)

- Under the current bylaws, if the UNA is dissolved for any reason, the residual assets of the society (any remaining funds including reserves or investments after debts are discharged) are to be transferred to the UBC Foundation.
- If a time were to come when the UNA is no longer supporting services in the community, that function would need to be assumed by another entity. As a result, it would be better to have remaining assets passed to the entity replacing the UNA.

RECOMMENDATION: Amend the bylaws to require that at least one of the UBC-appointed UNA directors consent to amendments to what were previously unalterable constitutional provisions that now form part of the bylaws.

New Bylaws Proposed – Previously unalterable bylaws (Proposed Bylaws: 14.3)

- The new *Societies Act* eliminated unalterable constitutional provisions for all societies, requiring that these provisions be moved into the body of a society's bylaws.
- The UNA constitution contained the following two unalterable provisions that, as statutorily required upon transition to the new *Societies Act*, were moved to the body of the UNA bylaws:
 - the requirement that upon winding up the UNA, any remaining assets transfer to the UBC Foundation (which is being recommended to be changed to the entity replacing the UNA); and,
 - the restriction on directors to manage the UNA in accordance with contracts made with UBC.
- In light of the previously unalterable nature of these provisions and the significance of these bylaws, the UNA is recommending that, should a change be proposed in the future to these two bylaws, a higher threshold would be required to amend these two provisions.

Please vote on these constitution and bylaw changes at the AGM

UNA members are being asked to vote on the proposed constitution and bylaw changes at the upcoming AGM. The proposed constitution and bylaws must be approved by a special resolution, which, under the bylaws requires the support of three-quarters of the members who attend the meeting. There must be a quorum present of at least 10 members to consider and vote on the constitution and bylaws.

Please plan to attend the UNA's AGM and vote on these important changes to the constitution and bylaws:

UNA's Annual General Meeting

Tuesday, January 9, 2018
6:30 p.m. - Refreshments
7:30 p.m. - AGM
Old Barn Community Centre
6308 Thunderbird Blvd.

For more information, including an annotated version of the proposed constitution and bylaws, please visit www.myuna.ca

